

ACT 55

S.B. NO. 301

A Bill for an Act Relating to the Hawaii Registered Agents Act.

Be It Enacted by the Legislature of the State of Hawaii:

SECTION 1. The Hawaii Revised Statutes is amended by adding a new chapter to be appropriately designated and to read as follows:

**“CHAPTER
THE HAWAII REGISTERED AGENTS ACT**

§ -1 **Definitions.** For purposes of this chapter only:
“Appointment of agent” means a statement appointing an agent for service of process filed under section -4.

“Commercial registered agent” means an individual or a domestic or foreign entity authorized to transact business in this state and listed under section -5.

“Director” means the director of commerce and consumer affairs.

“Domestic entity” means an entity whose internal affairs are governed by the laws of this state.

“Entity” means a person that has a separate legal existence or has the power to acquire an interest in real property in its own name other than:

- (1) An individual;
- (2) A testamentary, inter vivos, or charitable trust, with the exception of a business trust, statutory trust, or similar trust;
- (3) An association or relationship that is not a partnership by reason of section 425-109 or a similar provision of the law of any other jurisdiction;
- (4) A decedent’s estate; or
- (5) A public corporation, government or governmental subdivision, agency, or instrumentality, or quasi-governmental instrumentality.

“Filing entity” means an entity that is created by the filing of a public organic document.

“Foreign entity” means an entity other than a domestic entity.

“Foreign qualification document” means an application for a certificate of authority or other foreign qualification filing with the director by a foreign entity.

“Governance interest” means the right under the organic law or organic rules of an entity, other than as a governor, agent, assignee, or proxy, to:

- (1) Receive or demand access to information concerning, or the books and records of, the entity;
- (2) Vote for the election of the governors of the entity; or
- (3) Receive notice of or vote on any or all issues involving the internal affairs of the entity.

“Governor” means a person by or under whose authority the powers of an entity are exercised and under whose direction the business and affairs of the entity are managed pursuant to the organic law and organic rules of the entity.

“Individual” means a natural person.

“Interest” means a:

- (1) Governance interest in an unincorporated entity;
- (2) Transferable interest in an unincorporated entity; or
- (3) Share or membership in a corporation.

“Interest holder” means a direct holder of an interest.

“Jurisdiction of organization,” with respect to an entity, means the jurisdiction whose law includes the organic law of the entity.

“Noncommercial registered agent” means a person that is not listed as a commercial registered agent under section -5 and that is:

- (1) An individual or a domestic or foreign entity that is authorized to transact business in this state and that serves in this state as the agent for service of process of an entity; or
- (2) The individual who holds the office or other position in an entity that is designated as the agent for service of process pursuant to section -4(a)(2)(B).

“Nonqualified foreign entity” means a foreign entity that is not authorized to transact business in this state pursuant to a filing with the director.

“Nonresident LLP statement” means a statement of:

- (1) Qualification of a domestic limited liability partnership that does not have an office in this state; or

(2) Foreign qualification of a foreign limited liability partnership that does not have an office in this state.

“Organic law” means the statutes, if any, other than this chapter, governing the internal affairs of an entity.

“Organic rules” means the public organic document and private organic rules of an entity.

“Person” means an individual, corporation, estate, trust, partnership, limited liability company, business or similar trust, association, joint venture, public corporation, government or governmental subdivision, agency, or instrumentality, or any other legal or commercial entity.

“Private organic rules” means the rules, whether or not in a record, that govern the internal affairs of an entity, are binding on all of its interest holders, and are not part of its public organic document, if any.

“Public organic document” means the public record the filing of which creates an entity, and any amendment to or restatement of that record.

“Qualified foreign entity” means a foreign entity that is authorized to transact business in this state pursuant to a filing with the director.

“Record” means information that is inscribed on a tangible medium or that is stored in an electronic or other medium and is retrievable in perceivable form.

“Registered agent” means a commercial registered agent or a noncommercial registered agent.

“Registered agent filing” means:

- (1) The public organic document of a domestic filing entity;
- (2) A nonresident limited liability partnership statement;
- (3) A foreign qualification document; or
- (4) An appointment of agent.

“Represented entity” means a:

- (1) Domestic filing entity;
- (2) Domestic or qualified foreign limited liability partnership that does not have an office in this state;
- (3) Qualified foreign entity;
- (4) Domestic entity that is not a filing entity for which an appointment of agent has been filed; or
- (5) Nonqualified foreign entity for which an appointment of agent has been filed.

“Sign” means, with present intent to authenticate or adopt a record to:

- (1) Execute or adopt a tangible symbol; or
- (2) Attach to or logically associate with the record an electronic sound, symbol, or process.

“Transferable interest” means the right under an entity’s organic law to receive distributions from the entity.

“Type,” with respect to an entity, means a generic form of entity:

- (1) Recognized at common law; or
- (2) Organized under an organic law, whether or not some entities organized under that organic law are subject to provisions of that law that create different categories of the form of entity.

§ -2 Fees. (a) The director shall collect the following fees when a filing is made under this chapter:

- (1) Commercial registered agent listing statement, \$100;
- (2) Commercial registered agent termination statement, \$25;
- (3) Statement of change, \$25 for each affected entity; provided that if more than two hundred simultaneous filings are made, the fee shall be reduced to \$1 for each affected entity;

- (4) Statement of resignation, \$25 for each affected entity; provided that if more than two hundred simultaneous filings are made, the fee shall be reduced to \$1 for each affected entity;
- (5) Statement appointing an agent for service of process, \$25 for each affected entity; provided that if more than two hundred simultaneous filings are made, the fee shall be reduced to \$1 for each affected entity.

(b) The director shall collect the following fees for copying and certifying a copy of any document filed under this chapter:

- (1) For copying, twenty-five cents per page; and
- (2) For certifying the copy, \$10 per certified copy.

§ -3 Addresses in filings. Whenever a provision of this chapter other than section -10(a)(4) requires that a filing state an address, the filing shall state an actual street address or rural route box number in the state.

§ -4 Appointment of registered agent. (a) An entity's or other person's registered agent filing, as defined by this chapter, shall state:

- (1) The name of the represented entity's commercial registered agent; or
- (2) If the entity does not have a commercial registered agent:
 - (A) The name of the individual or the name, type, and jurisdiction of organization of the entity's noncommercial registered agent and the address of a place of business of the person in this state to which service of process and other notice and documents being served on or sent to the entity represented by it may be delivered; or
 - (B) The title of an office or other position with the entity if service of process is to be sent to the person holding that office or position, and the address of the business office in the State of that person; provided that the office or other position stated in the filing shall comport with the requirements of sections 414-64, 414D-74, 415A-27, 425-21, 425E-117, and 428-110.

(b) The appointment of a registered agent pursuant to subsection (a)(1) or (2)(A) is an affirmation by the represented entity that the agent has consented to serve as such.

§ -5 Listing of commercial registered agent. (a) An individual or a domestic or foreign entity may become listed as a commercial registered agent by filing with the director a certified commercial registered agent listing statement signed by or on behalf of the person that states:

- (1) The name of the individual or the name, type, and jurisdiction of organization of the entity;
- (2) That the person is in the business of serving as a commercial registered agent in the state; and
- (3) The address of a place of business of the person in the state to which service of process and other notice and documents being served on or sent to entities represented by it may be delivered.

(b) The name of a person filing a commercial registered agent listing statement shall comport with the requirements of section 414-51, 414D-61, 415A-8, 425-6, 425E-108, or 428-105, whichever is applicable. If the name of a foreign entity or individual is substantially identical to another name in the business registry, the person shall adopt a fictitious name that is not substantially identical and deliver to the director for filing a copy of a certificate of registration of a trade name and use that name in its statement and when it does business in the State as a commercial registered agent.

(c) A commercial registered agent listing statement takes effect on filing.

(d) The director shall note the filing of the commercial registered agent listing statement in the business registry maintained by the director for each entity represented by the registered agent at the time of the filing. The statement has the effect of deleting the address of the registered agent from the registered agent filing of each of those entities.

§ -6 Termination of listing of commercial registered agent. (a) A commercial registered agent may terminate its listing as a commercial registered agent by filing with the director a commercial registered agent termination statement signed by or on behalf of the agent that states:

- (1) The name of the agent as currently listed under section -5; and
- (2) That the agent is no longer in the business of serving as a commercial registered agent in the state.

(b) A commercial registered agent termination statement takes effect on the thirty-first day after the day on which it is filed.

(c) The commercial registered agent shall promptly furnish each entity represented by it with notice in a record of the filing of the commercial registered agent termination statement.

(d) When a commercial registered agent termination statement takes effect, the registered agent ceases to be an agent for service of process on each entity formerly represented by it. Until an entity formerly represented by a terminated commercial registered agent appoints a new registered agent, service of process may be made on the entity as provided by law. Termination of the listing of a commercial registered agent under this section does not affect any contractual rights a represented entity may have against the agent or that the agent may have against the entity.

§ -7 Change of registered agent by entity. (a) A represented entity may change the information currently on file under section -4(a) by filing with the director a certified statement of change signed on behalf of the entity that states the:

- (1) Name of the entity; and
- (2) Information that is to be in effect as a result of the filing of the statement of change.

(b) Interest holders or governors of a domestic entity need not approve the filing of a:

- (1) Statement of change under this section; or
- (2) Similar filing changing the registered agent or registered office of the entity in any other jurisdiction.

(c) The appointment of a registered agent pursuant to subsection (a) is an affirmation by the represented entity that the agent has consented to serve as such.

(d) A statement of change filed under this section takes effect on filing.

§ -8 Change of name or address by noncommercial registered agent. (a) If a noncommercial registered agent changes its name or its address as currently in effect with respect to a represented entity pursuant to section -4(a), the agent shall file with the director, with respect to each entity represented by the agent, a certified statement of change signed by or on behalf of the agent that states:

- (1) The name of the entity;
 - (2) The name and address of the agent as currently in effect with respect to the entity;
 - (3) If the name of the agent has changed, its new name; and
 - (4) If the address of the agent has changed, the new address.
- (b) A statement of change filed under this section takes effect on filing.

(c) A noncommercial registered agent shall promptly furnish the represented entity with notice in a record of the filing of a statement of change and the changes made by the filing.

§ -9 Change of name, address, or type of organization by commercial registered agent. (a) If a commercial registered agent changes its name, its address as currently listed under section -5(a), or its type or jurisdiction of organization, the agent shall file with the director a certified statement of change signed by or on behalf of the agent which states:

- (1) The name of the agent as currently listed under section -5(a);
- (2) If the name of the agent has changed, its new name;
- (3) If the address of the agent has changed, the new address; and
- (4) If the type or jurisdiction of organization of the agent has changed, the new type or jurisdiction of organization.

(b) The filing of a statement of change under subsection (a) is effective to change the information regarding the commercial registered agent with respect to each entity that has filed to be represented by the agent.

(c) A statement of change filed under this section takes effect on filing.

(d) A commercial registered agent shall promptly furnish each entity represented by it with notice in a record of the filing of a statement of change relating to the name or address of the agent and the changes made by the filing.

(e) If a commercial registered agent changes its address without filing a statement of change as required by this section within thirty days of the address change, the director may cancel the listing of the agent under section -5. A cancellation under this subsection has the same effect as a termination under section -6. Promptly after canceling the listing of an agent, the director shall serve notice in a record in the manner provided by law on:

- (1) Each entity represented by the agent, stating that the agent has ceased to be an agent for service of process on the entity and that, until the entity appoints a new registered agent, service of process may be made on the entity as provided by law; and
- (2) The agent, stating that the listing of the agent has been canceled under this section.

§ -10 Resignation of registered agent. (a) A registered agent may resign at any time with respect to a represented entity by filing with the director a certified statement of resignation signed by or on behalf of the agent that states:

- (1) The name of the entity;
- (2) The name of the agent;
- (3) That the agent resigns from serving as agent for service of process for the entity; and
- (4) The name and address of the person to which the agent will send the notice required by subsection (c).

(b) A statement of resignation takes effect on the earlier of the thirty-first day after the day on which it is filed or the appointment of a new registered agent for the represented entity.

(c) The registered agent shall promptly furnish the represented entity notice in a record of the date on which a statement of resignation was filed.

(d) When a statement of resignation takes effect, the registered agent ceases to have responsibility for any matter tendered to it as agent for the represented entity. A resignation under this section does not affect any contractual rights the entity has against the agent or that the agent has against the entity.

(e) A registered agent may resign with respect to a represented entity whether or not the entity is in good standing.

§ -11 Duties of registered agent. The only duties under this chapter of a registered agent that has complied with this chapter are:

- (1) To forward to the represented entity at the address most recently supplied to the agent by the entity any process, notice, or demand that is served on the agent;
- (2) To provide the notices required by this chapter to the entity at the address most recently supplied to the agent by the entity;
- (3) If the agent is a noncommercial registered agent, to keep current the information required by section -4(a) in the most recent registered agent filing for the entity; and
- (4) If the agent is a commercial registered agent, to keep current the information listed for it under section -5(a).

§ -12 Jurisdiction and venue. The appointment or maintenance of a registered agent in the state does not by itself create the basis for personal jurisdiction over the represented entity in the state. The address of the agent does not determine venue in an action or proceeding involving the entity.

§ -13 Relation to Electronic Signatures in Global and National Commerce Act. This chapter modifies, limits, and supersedes the federal Electronic Signatures in Global and National Commerce Act, 15 United States Code Section 7001, et seq., but does not modify, limit, or supersede Section 101(c) of that Act, 15 United States Code Section 7001(c), or authorize delivery of any of the notices described in Section 103(b) of that Act, 15 United States Code Section 7003(b).”

SECTION 2. Section 414-4, Hawaii Revised Statutes, is amended by amending subsection (d) to read as follows:

“(d) Written notice to a domestic or foreign corporation (authorized to transact business in this [State] state) may be addressed to its registered agent [~~at its registered office~~] or to the corporation or its secretary at its principal office shown in its most recent annual report or, in the case of a foreign corporation that has not yet delivered an annual report, in its application for a certificate of authority.”

SECTION 3. Section 414-13, Hawaii Revised Statutes, is amended by amending subsection (a) to read as follows:

“(a) The following fees shall be paid to the department director upon the filing of corporate documents:

- (1) Articles of incorporation, \$100;
- (2) Articles of amendment, \$25;
- (3) Restated articles of incorporation, \$25;
- (4) Articles of conversion or merger, \$100;
- (5) Articles of merger (subsidiary corporation), \$50;
- (6) Articles of dissolution, \$25;
- (7) Annual report of domestic and foreign corporations organized for profit, \$25;
- ~~[(8) Agent's statement of change of registered office, \$25 for each affected domestic corporation or foreign corporation, except if simultaneous filings are made, the fee is reduced to \$1 for each affected domestic corporation or foreign corporation in excess of two hundred;~~
- (9) (8) Any other statement, report, certificate, application, or other corporate document, except an annual report, of a domestic or foreign corporation, \$25;
- ~~[(10) (9) Application for a certificate of authority, \$100;~~
- ~~[(11) (10) Application for a certificate of withdrawal, \$25;~~

- ~~[(12)]~~ (11) Reservation of corporate name, \$10;
- ~~[(13)]~~ (12) Transfer of reservation of corporate name, \$10;
- ~~[(14)]~~ (13) Good standing certificate, \$5;
- ~~[(15)]~~ (14) Special handling fee for review of corporation documents, excluding articles of conversion or merger, \$25;
- ~~[(16)]~~ (15) Special handling fee for review of articles of conversion or merger, \$75;
- ~~[(17)]~~ (16) Special handling fee for certificates issued by the department, \$10 per certificate; ~~[and]~~
- ~~[(18)]~~ (17) Special handling fee for certification of documents, \$10[-]; ~~and~~
- (18) For filings relating to registered agents, the fees established by section -2."

SECTION 4. Section 414-32, Hawaii Revised Statutes, is amended by amending subsection (a) to read as follows:

- “(a) The articles of incorporation shall set forth:
- (1) A corporate name for the corporation that satisfies the requirements of section 414-51;
 - (2) The number of shares the corporation is authorized to issue;
 - (3) The mailing address of the corporation’s initial principal office~~[-, the street address of the corporation’s initial registered office, and the name of its initial registered agent at its initial registered office;]~~ and the information required by section -4(a); and
 - (4) The name and address of each incorporator.”

SECTION 5. Section 414-61, Hawaii Revised Statutes, is amended to read as follows:

“~~§414-61 Registered [office and registered] agent.~~ Each corporation shall continuously maintain in this [State:

- ~~(1) A registered office that may be the same as any of its places of business; and~~
- ~~(2) A] state a registered agent, who shall have a business address in this state and may be:~~
 - ~~[(A)] (1) An individual who resides in this [State and whose business office is identical with the registered office] state;~~
 - ~~[(B)] (2) A domestic entity authorized to transact business or conduct affairs in this [State whose business office is identical with the registered office;] state; or~~
 - ~~[(C)] (3) A foreign entity authorized to transact business or conduct affairs in this [State whose business office is identical with the registered office.] state.”~~

SECTION 6. Section 414-62, Hawaii Revised Statutes, is amended to read as follows:

“~~§414-62 Designation or change of [registered office or] registered agent.~~ (a) A corporation that does not already have a ~~[registered office and]~~ registered agent shall designate its ~~[registered office and]~~ registered agent by ~~[delivering to the department director for filing a statement of designation that sets forth:~~

- ~~(1) The name of the corporation;~~
- ~~(2) The street address of its initial registered office in this State and the name of its initial registered agent at its initial registered office; and~~

(3) ~~That the street addresses of its registered office and agent shall be identical.] complying with section -4.~~

(b) A corporation may change its ~~[registered office or its] registered agent by [delivering to the department director for filing a statement of change that sets forth:~~

- (1) ~~The name of the corporation;~~
- (2) ~~The street address of its current registered office, the name of its current registered agent at its registered office, and any changes required to keep the information current; and~~
- (3) ~~That after the change or changes are made, the street addresses of its registered office and agent shall be identical.] complying with section -7.~~

(c) ~~If the registered [agent's street address changes, the registered agent may change the street address of the corporation's registered office by notifying the corporation in writing of the change and signing (either manually or in facsimile) and delivering to the department director for filing a statement that complies with the requirements of subsection (a) and recites that the corporation has been notified of the change.] agent changes its name, its address, or its type or jurisdiction of organization, the agent shall comply with the requirements of section -8 or -9, whichever is applicable."~~

SECTION 7. Section 414-63, Hawaii Revised Statutes, is amended to read as follows:

"§414-63 Resignation of registered agent. ~~[(a)] A registered agent may resign from the registered agent's appointment by [signing and delivering to the department director for filing the signed statement of resignation. The statement may include a statement that the registered office is also discontinued.~~

~~(b) The registered agent shall mail one copy to the registered office (if not discontinued) and the other copy to the corporation at its principal office.~~

~~(c) The appointment of the agent is terminated, and the registered office discontinued if so provided, on the thirty-first day after the date on which the statement was filed.] complying with the requirements of section -10."~~

SECTION 8. Section 414-371, Hawaii Revised Statutes, is amended by amending subsection (b) to read as follows:

"(b) The corporation shall commence the proceeding in the circuit court. If the corporation is a foreign corporation [without a registered office in this State], it shall commence the proceeding in the county in this [State] state where the [registered] principal office of the domestic corporation merged with or whose shares were acquired by the foreign corporation was located[-] or, if the domestic corporation did not have its principal office in this state at the time of the transaction, then in the city and county of Honolulu."

SECTION 9. Section 414-387, Hawaii Revised Statutes, is amended by amending subsection (b) to read as follows:

"(b) The notice must:

- (1) **Be published one time in a newspaper of general circulation in the county where the dissolved corporation's principal office is or was located (or, if none in this [State, its registered office) is or was last located:] state, in the city and county of Honolulu);**
- (2) **Describe the information that must be included in a claim and provide a mailing address where the claim may be sent; and**

- (3) State that a claim against the corporation will be barred unless a proceeding to enforce the claim is commenced within five years after the publication of the notice.”

SECTION 10. Section 414-401, Hawaii Revised Statutes, is amended to read as follows:

“§414-401 Grounds for administrative dissolution. The department director may commence a proceeding under section 414-402 to administratively dissolve a corporation if the corporation fails to:

- (1) Pay any fees prescribed by law;
- (2) File its annual report for a period of two years;
- (3) Appoint and maintain an agent for service of process as required; or
- (4) File a statement of a change in the name [~~or business address~~] of the agent as required under [~~this~~] chapter[-] ____.”

SECTION 11. Section 414-412, Hawaii Revised Statutes, is amended by amending subsection (a) to read as follows:

“(a) Venue for a proceeding by the attorney general to dissolve a corporation lies in circuit court. Venue for a proceeding brought by any other party named in section 414-411 lies in the county where a corporation’s principal office is or was located (or, if none in this [~~State, its registered office~~] is or was last located.) state, in the city and county of Honolulu.”

SECTION 12. Section 414-433, Hawaii Revised Statutes, is amended by amending subsection (a) to read as follows:

“(a) A foreign corporation may apply for a certificate of authority to transact business in this [~~State~~] state by delivering an application to the department director for filing. The application shall set forth:

- (1) The name of the foreign corporation or, if its name is unavailable for use in this [~~State,~~] state, a corporate name that satisfies the requirements of section 414-436;
- (2) The name of the state or country under whose law it is incorporated;
- (3) Its date of incorporation;
- (4) The mailing address of the corporation’s principal office[~~, the street address of its registered office in this State, and the name of its registered agent at its registered office in this State;~~] and the information required by section 4(a); and
- (5) The names and usual business addresses of its current directors and officers.”

SECTION 13. Section 414-437, Hawaii Revised Statutes, is amended to read as follows:

“§414-437 Registered [~~office and registered~~] agent of foreign corporation. Each foreign corporation authorized to transact business in this [~~State~~] state must continuously maintain in this [~~State~~]:

- (1) A registered office that may be the same as any of its places of business; and
- (2) A [~~state~~] state registered agent, who may be:
~~[(A)] (1) An individual who resides in this [~~State and whose business office is identical with the registered office~~] state;~~

- ~~[(B)]~~ (2) A domestic entity authorized to transact business in this ~~[State whose business office is identical with the registered office]~~ state; or
- ~~[(C)]~~ (3) A foreign entity authorized to transact business in this ~~[State whose business office is identical with the registered office]~~ state.”

SECTION 14. Section 414-438, Hawaii Revised Statutes, is amended to read as follows:

“§414-438 Change of ~~[registered office or]~~ registered agent of foreign corporation. (a) A foreign corporation authorized to transact business in this ~~[State]~~ state may change its ~~[registered office or its]~~ registered agent by ~~[delivering to the department director for filing a statement of change that sets forth:~~

- (1) Its name;
- (2) ~~The street address of its current registered office, the name of its current registered agent at its registered office, and any changes required to keep the information current; and~~
- (3) ~~That after the change or changes are made, the street addresses of its registered office and the business office of its registered agent shall be identical.]~~ complying with the requirements of section -7.

(b) If a registered agent changes ~~[the street address of the agent's business office, the agent may change the street address of the registered office of any foreign corporation for which the agent is the registered agent by notifying the corporation in writing of the change and signing (either manually or in facsimile) and delivering to the department director for filing a statement of change that complies with the requirements of subsection (a) and recites that the corporation has been notified of the change.]~~ its name, its address, or its type or jurisdiction of organization, the agent shall comply with the requirements of section -8 or -9, whichever is applicable.”

SECTION 15. Section 414-439, Hawaii Revised Statutes, is amended to read as follows:

“§414-439 Resignation of registered agent of foreign corporation. ~~[(a)]~~ The registered agent of a foreign corporation may resign from the registered agent's appointment by ~~[signing and delivering to the department director for filing a statement of resignation. The statement of resignation may include a statement that the registered office is also discontinued.~~

~~(b) The registered agent shall attach the filing receipt to a copy of the statement of resignation and mail the copy and receipt to the registered office if not discontinued. The registered agent shall mail a second copy to the foreign corporation at its principal office address shown in its most recent annual report.~~

~~(c) The appointment of the agent is terminated, and the registered office discontinued if so provided, on the thirty-first day after the date on which the statement was filed.]~~ complying with the requirements of section -10.”

SECTION 16. Section 414-472, Hawaii Revised Statutes, is amended by amending subsection (a) to read as follows:

“(a) Each domestic corporation, and each foreign corporation authorized to transact business in this ~~[State,]~~ state, shall deliver to the department director for filing an annual report that sets forth:

- (1) The name of the corporation and the state or country under whose law it is incorporated;
- (2) The mailing address of its principal office~~[-, the address of its registered office in this State, and the name of its registered agent at its registered office in this State;]~~ and the information required by section -4(a);
- (3) The names and business addresses of its directors and officers; and
- (4) A brief description of the nature of its business.

Domestic corporations shall also provide the total number of authorized shares, itemized by class and series, if any, within each class, and the total number of issued and outstanding shares, itemized by class and series, if any, within each class.”

SECTION 17. Section 414D-5, Hawaii Revised Statutes, is amended by amending subsection (a) to read as follows:

“(a) The following fees shall be paid to the department director upon the filing of corporate documents:

- (1) Articles of incorporation, \$50;
- (2) Articles of amendment, \$10;
- (3) Restated articles of incorporation, \$10;
- (4) Articles of merger, \$50;
- (5) Articles of conversion, \$50;
- (6) Articles of dissolution, \$10;
- (7) Annual report of nonprofit domestic or foreign corporation, \$5;
- (8) Any other statement, report, certificate, application, or other corporate document, except an annual report, of a nonprofit domestic or foreign corporation, \$10;
- (9) Application for a certificate of authority, \$50;
- (10) Application for a certificate of withdrawal, \$10;
- (11) Reservation of corporate name, \$10;
- (12) Transfer of reservation of corporate name, \$10;
- (13) Good standing certificate, \$5;
- (14) Special handling fee for review of corporation documents, excluding articles of merger or conversion, \$25;
- (15) Special handling fee for review of articles of conversion or merger, \$75;
- (16) Special handling fee for certificates issued by the department, \$10 per certificate;
- (17) Special handling fee for certification of documents, \$10; and
- (18) ~~[Agent’s statement of change of registered office, \$10 for each affected domestic corporation or foreign corporation; provided that if more than two hundred simultaneous filings are made, the fee shall be reduced to \$1 for each affected domestic corporation or foreign corporation.]~~ For filings relating to registered agents, the fees established by section -2.”

SECTION 18. Section 414D-32, Hawaii Revised Statutes, is amended by amending subsection (a) to read as follows:

“(a) The articles of incorporation shall set forth:

- (1) A corporate name for the corporation that satisfies the requirements of section 414D-61;
- (2) The mailing address of the corporation’s initial principal office~~[-, the street address of the corporation’s initial registered office, and the~~

- ~~name of its initial registered agent at its initial registered office;] and the information required by section -4(a);~~
- (3) The name and address of each incorporator;
 - (4) Whether or not the corporation will have members; and
 - (5) Provisions not inconsistent with law regarding the distribution of assets on dissolution.”

SECTION 19. Section 414D-103, Hawaii Revised Statutes, is amended by amending subsection (a) to read as follows:

“(a) The court of the county where a corporation’s principal office (or, if none in this [~~State, its registered office~~] state, in the city and county of Honolulu) is located may summarily order a meeting to be held:

- (1) On application of any member or other person entitled to participate in an annual or regular meeting, if an annual meeting was not held within the earlier of six months after the end of the corporation’s fiscal year or fifteen months after its last annual meeting;
- (2) On application of any member or other person entitled to participate in a regular meeting, if a regular meeting is not held within forty days after the date it was required to be held; or
- (3) On application of a member or members entitled to call a special meeting, who signed a demand for a special meeting valid under section 414D-102.”

SECTION 20. Section 414D-109, Hawaii Revised Statutes, is amended by amending subsection (d) to read as follows:

“(d) If the corporation refuses to allow a member, a member’s agent, or a member’s attorney to inspect the list of members before or at the meeting (or copy the list as permitted by subsection (b)), the court of the county where a corporation’s principal office (or if none in this [~~State, its registered office~~] state, in the city and county of Honolulu) is located, on application of the member, may summarily order the inspection or copying at the corporation’s expense and may postpone the meeting for which the list was prepared until the inspection or copying is complete and may order the corporation to pay the member’s costs (including reasonable counsel fees) incurred to obtain the order.”

SECTION 21. Section 414D-247, Hawaii Revised Statutes, is amended by amending subsection (b) to read as follows:

“(b) The notice must:

- (1) Be published one time in a newspaper of general circulation in the county where the dissolved corporation’s principal office (or, if none in this [~~State, its registered office~~] state, in the city and county of Honolulu) is or was last located;
- (2) List the information that must be included in a claim and provide a mailing address where the claim may be sent; and
- (3) State that a claim against the corporation will be barred unless a proceeding to enforce the claim is commenced within five years after publication of the notice.”

SECTION 22. Section 414D-248, Hawaii Revised Statutes, is amended to read as follows:

“**§414D-248 Grounds for administrative dissolution.** The department director may commence a proceeding under section 414D-249 to administratively dissolve a corporation if the corporation fails to:

- (1) Pay any fees prescribed by law;
- (2) File its annual report for a period of two years;
- (3) Appoint and maintain an agent for service of process as required; or
- (4) File a statement of a change in the name or business address of the agent as required under ~~[this]~~ chapter[-] ____.”

SECTION 23. Section 414D-273, Hawaii Revised Statutes, is amended by amending subsection (a) to read as follows:

“(a) A foreign corporation may apply for a certificate of authority to transact business in this [State] state by delivering an application to the department director for filing. The application shall set forth:

- (1) The name of the foreign corporation or, if its name is unavailable for use in this [State,] state, a corporate name that satisfies the requirements of section 414D-276;
- (2) The name of the state or country under whose law it is incorporated;
- (3) The date of incorporation;
- (4) The mailing address of the corporation’s principal office~~[-, the street address of its registered office in this State, and the name of its registered agent at its registered office in this State;]~~ and the information required by section -4(a);
- (5) The names and usual business addresses of its current directors and officers; and
- (6) Whether the foreign corporation has members.”

SECTION 24. Section 414D-277, Hawaii Revised Statutes, is amended to read as follows:

“~~§414D-277 Registered [office and registered] agent of foreign corporation.~~ Each foreign corporation authorized to transact business in this [State] state shall continuously maintain in this [State:

- (1) ~~A registered office that may be the same as any of its places of business; and~~
- (2) ~~A] state a registered agent, who shall have a business address in this state and may be:~~
 - ~~[(A)] (1) An individual who resides in this [State and whose business office is identical with the registered office] state;~~
 - ~~[(B)] (2) A domestic entity authorized to transact business in this [State whose office is identical with the registered office] state;~~ or
 - ~~[(C)] (3) A foreign entity authorized to transact business in this [State whose business office is identical with the registered office] state.”~~

SECTION 25. Section 414D-278, Hawaii Revised Statutes, is amended to read as follows:

“~~§414D-278 Change of [registered office or] registered agent of foreign corporation.~~ (a) A foreign corporation authorized to transact business in this [State] state may change its ~~[registered office or its]~~ registered agent by ~~[delivering to the department director for filing a statement of change that sets forth:~~

- (1) The corporation’s name;

- (2) ~~The street address of its current registered office, the name of its current registered agent at its registered office, and any changes required to keep the information current; and~~
- (3) ~~That after the change or changes are made, the street addresses of its registered office and the office of its registered agent shall be identical.]~~ complying with the requirements of section -7.

(b) If a registered agent changes ~~[the street address of its business office, the agent may change the address of the registered office of any foreign corporation for which the agent is the registered agent by notifying the corporation in writing of the change and signing (either manually or in facsimile) and delivering to the department director for filing a statement of change that complies with the requirements of subsection (a) and recites that the corporation has been notified of the change.]~~ its name, its address, or its type or jurisdiction of organization, the agent shall comply with the requirements of chapter _____.”

SECTION 26. Section 414D-279, Hawaii Revised Statutes, is amended to read as follows:

“[§414D-279]] Resignation of registered agent of foreign corporation.

~~[(a)]~~ The registered agent of a foreign corporation may resign as agent by ~~[signing and delivering to the department director for filing a statement of resignation. The statement of resignation may include a statement that the registered office is also discontinued.~~

~~(b) After filing the statement, the registered agent shall attach the filing receipt to one copy and mail the copy and receipt to the registered office if not discontinued. The registered agent shall mail a second copy to the foreign corporation at its principal office address shown in its most recent annual report.~~

~~(c) The agency is terminated, and the registered office discontinued if so provided, on the thirty first day after the date on which the statement is filed.]~~ complying with the requirements of section -10.”

SECTION 27. Section 414D-283, Hawaii Revised Statutes, is amended to read as follows:

“§414D-283 Grounds for revocation of certificate of authority. The department director may commence a proceeding under section 414D-284 to revoke the certificate of authority of a foreign corporation authorized to transact business in this [State] state if:

- (1) The corporation fails to:
 - (A) Pay any fees prescribed by law;
 - (B) File its annual report for a period of two years;
 - (C) Appoint and maintain an agent for service of process as required; or
 - (D) File a statement of a change in the name or business address of the agent as required[;] by chapter _____; or
- (2) A misrepresentation has been made of any material matter in any application, report, affidavit, or other record or document submitted by the corporation.”

SECTION 28. Section 414D-304, Hawaii Revised Statutes, is amended by amending subsections (a) and (b) to read as follows:

~~“(a) If a corporation does not allow a member who complies with section 414D-302(a) to inspect and copy any records required by that section to be available for inspection, the court in the county where the corporation’s principal~~

office (or, if none in this [~~State, its registered office~~] state, in the city and county of Honolulu) is located may summarily order inspection and copying of the records demanded at the corporation's expense upon application of the member.

(b) If a corporation does not within a reasonable time allow a member to inspect and copy any other record, the member who complies with section 414D-302(b) and (c) may apply to the court in the county where the corporation's principal office (or, if none in this [~~State, its registered office~~] state, in the city and county of Honolulu) is located for an order to permit inspection and copying of the records demanded. The court shall dispose of an application under this subsection on an expedited basis."

SECTION 29. Section 414D-308, Hawaii Revised Statutes, is amended by amending subsection (a) to read as follows:

"(a) Each domestic corporation, and each foreign corporation authorized to transact business in the [~~State,]~~ state, shall deliver to the department director an annual report on a form prescribed and furnished by the department director that sets forth:

- (1) The name of the corporation and the [~~state or country~~] jurisdiction under whose law it is incorporated;
- (2) The mailing address of its principal office[~~, the address of its registered office in this State, and the name of its registered agent at its registered office in the State;~~] and the information required by section -4(a);
- (3) The names and addresses of its directors and officers; and
- (4) A brief description of the nature of its activities."

SECTION 30. Section 425-1, Hawaii Revised Statutes, is amended by amending subsections (a) and (b) to read as follows:

"(a) Whenever any general partnership is formed under the laws of this [~~State]~~ state to do business in this [~~State,]~~ state, or any general partnership formed under the laws of any other jurisdiction shall do business in this [~~State,]~~ state, the partnership shall file in the office of the director of commerce and consumer affairs the registration and annual statements prescribed in this chapter. A registration statement shall be filed by a partnership formed under the laws of this [~~State]~~ state within thirty days after the partnership is formed and by a partnership formed under the laws of any other jurisdiction within thirty days after the commencement of business in this [~~State,]~~ state. Every registration statement shall contain the following information:

- (1) The name of the partnership;
- (2) The name and address of each partner;
- (3) The mailing address of the partnership's principal office[~~, the street address of the partnership's registered office in this State, and the name of its registered agent at its registered office in this State;~~] and the information required by section -4(a); provided that if the partnership is one formed under the laws of any other jurisdiction, the name of the jurisdiction shall also be specified;
- (4) The date the partnership was formed and, if the partnership is one formed under the laws of any other jurisdiction, the date the partnership commenced business in this [~~State,]~~ state; and
- (5) The fact that none of the partners is either a minor or an incompetent person.

(b) Every domestic and foreign partnership shall file an annual statement with the director which shall contain the information specified in subsection (a) (1), (2), (3), and (5) and a listing of the names of any partner admitted, with-

drawn, or who has died during the year; provided that the information provided to satisfy the requirements of subsection (a)(3) shall ~~indicate the~~ be current ~~[registered office and agent]~~. A domestic or foreign partnership that has filed with the department director a statement of qualification or statement of foreign qualification to register as a limited liability partnership or foreign limited liability partnership shall file the annual report prescribed in section 425-163 in lieu of the annual statement required in this section. The annual statement shall be filed within the time periods prescribed in subsections (c) and (d).”

SECTION 31. Section 425-12, Hawaii Revised Statutes, is amended by amending subsection (a) to read as follows:

“(a) The following fees shall be paid to the director of commerce and consumer affairs upon the filing of general partnership documents:

- (1) Partnership registration statement, \$25;
- (2) Partnership change of name statement, \$10;
- (3) Partnership dissolution statement, \$10;
- (4) Foreign general partnership registration statement, \$25;
- (5) Statement of change, \$10;
- (6) Application for certificate of withdrawal, \$5;
- (7) Statement of correction, \$10;
- (8) Reservation of name, \$10;
- (9) Transfer of reservation of name, \$10;
- (10) Annual statement for domestic or foreign general partnership, \$10;
- (11) Good standing certificate, \$5;
- (12) Articles of conversion or merger, \$100;
- (13) Any other statement, certificate, or other document for a domestic or foreign general partnership, \$10;
- (14) Special handling fee for review of any general partnership document, \$25;
- (15) Special handling fee for certificates issued by the director, \$10 per certificate;
- (16) Special handling fee for certification of documents, \$10;
- (17) Special handling fee for review of articles of conversion or merger, \$75; and
- (18) ~~[Agent’s statement of change of address, \$10 for each affected domestic or foreign general partnership; provided that if more than two hundred simultaneous filings are made, the fee shall be reduced to \$1 for each affected domestic or foreign general partnership.]~~ For filings relating to registered agents, the fees established by section -2.”

SECTION 32. Section 425-18, Hawaii Revised Statutes, is amended to read as follows:

~~“[§425-18] Registered [office and registered] agent.~~ Each domestic partnership or foreign partnership shall continuously maintain in this [State:

- (1) ~~A registered office that may be the same as any of its places of business; and~~
- (2) ~~A] state a registered agent, who shall have a business address in this state and~~ may be:
 - (1) ~~An individual who resides in this [State and whose business office is identical with the registered office] state;~~

- ~~[(B)]~~ (2) A domestic entity authorized to transact business or conduct affairs in this ~~[State whose business office is identical with the registered office]~~ state; or
- ~~[(C)]~~ (3) A foreign entity authorized to transact business or conduct affairs in this ~~[State whose business office is identical with the registered office]~~ state.”

SECTION 33. Section 425-19, Hawaii Revised Statutes, is amended to read as follows:

~~“[§425-19] Designation or change of [registered office or] registered agent.~~ (a) A partnership that does not already have a ~~[registered office and]~~ registered agent shall designate its ~~[registered office and]~~ registered agent by ~~[delivering to the director of commerce and consumer affairs for filing, a statement of designation that sets forth:~~

- ~~(1) The name of the partnership;~~
- ~~(2) The street address of its initial registered office in the State and the name of its initial registered agent at its initial registered office; and~~
- ~~(3) That the street addresses of its initial registered office and agent shall be identical.] complying with the requirements of section -4.~~

~~(b) A partnership may change its [registered office or its] registered agent by [delivering to the director of commerce and consumer affairs for filing, a statement of change that sets forth:~~

- ~~(1) The name of the partnership;~~
- ~~(2) The street address of its current registered office, the name of its current registered agent at its registered office, and any changes required to keep the information current; and~~
- ~~(3) That after the change or changes are made, the street addresses of its registered office and agent shall be identical.] complying with the requirements of section -7.~~

~~(c) If the registered [agent’s street address changes, the registered agent may change the street address of the partnership’s registered office by notifying the partnership in writing of the change and signing (either manually or in facsimile) and delivering to the director of commerce and consumer affairs for filing, a statement that complies with the requirements of subsection (a) and recites that the partnership has been notified of the change.] agent changes its name, its address, or its type or jurisdiction of organization, the agent shall comply with the requirements of section -8 or -9, whichever is applicable.”~~

SECTION 34. Section 425-20, Hawaii Revised Statutes, is amended to read as follows:

~~“[§425-20] Resignation of registered agent. [(a)] A registered agent may resign from the registered agent’s appointment by [signing and delivering to the director of commerce and consumer affairs for filing, a signed statement of resignation. The statement may include a statement that the registered office is also discontinued.~~

~~(b) The registered agent shall mail one copy to the registered office (if not discontinued) and the other copy to the partnership at its principal office.~~

~~(c) The appointment of the agent shall be terminated, and the registered office discontinued if so provided, on the thirty first day after the date on which the statement was filed.] complying with the requirements of section -10.”~~

SECTION 35. Section 425-153, Hawaii Revised Statutes, is amended to read as follows:

“§425-153 Statement of qualification. A statement of qualification shall contain:

- (1) The name of the partnership;
- (2) A statement that the partnership elects to be a limited liability partnership; and
- (3) The mailing address of the partnership’s initial principal office~~[-the street address of the partnership’s initial registered office in the State, and the name of its initial registered agent at its initial registered office in the State.]~~ and the information required by section -4(a).”

SECTION 36. Section 425-158, Hawaii Revised Statutes, is amended to read as follows:

“§425-158 Statement of foreign qualification. A statement of foreign qualification shall contain:

- (1) The name of the foreign limited liability partnership, which name complies with the law of the state or other jurisdiction under which the foreign limited liability partnership is formed;
- (2) A statement that the partnership elects to be a foreign limited liability partnership; and
- (3) The mailing address of the partnership’s principal office~~[-the street address of the partnership’s registered office in this State, and the name of its registered agent at its registered office in this State.]~~ and the information required by section -4(a).”

SECTION 37. Section 425-163, Hawaii Revised Statutes, is amended by amending subsection (a) to read as follows:

“(a) Every limited liability partnership and foreign limited liability partnership authorized to transact business in this [State] state shall file an annual report in the office of the director that contains:

- (1) The name of the limited liability partnership or foreign limited liability partnership;
- (2) The mailing address of the partnership’s principal office~~[-the street address of the partnership’s registered office in this State, and the name of its registered agent at its registered office in this State;]~~ and the information required by section -4(a); provided that if the partnership is formed under the laws of any other jurisdiction, the name of the other jurisdiction shall also be specified;
- (3) The name and address of each partner; and
- (4) The fact that none of the partners is either a minor or an incompetent person.”

SECTION 38. Section 425-164, Hawaii Revised Statutes, is amended by amending subsection (a) to read as follows:

“(a) The director may revoke the statement of qualification of a limited liability partnership or statement of foreign qualification of a foreign limited liability partnership if:

- (1) The partnership fails to:
 - (A) Pay any fees prescribed by law;
 - (B) File its annual report for a period of two years;

- (C) Appoint and maintain an agent for service of process as required; or
 - (D) File a statement of a change in the name or business address of the agent as required[~~]~~ by chapter ; or
- (2) A misrepresentation has been made of any material matter in any application, report, affidavit, or other record or document submitted by the partnership.

The director shall provide the partnership at least sixty days' written notice of intent to revoke the statement. The notice shall be mailed to the partnership at its last known address appearing in the records of the director. The notice shall specify the annual report that has not been filed or the fee that has not been paid, and the effective date of the revocation. The revocation shall not be effective if the specified annual report is filed and the specified fee is paid before the effective date of the revocation."

SECTION 39. Section 425-168, Hawaii Revised Statutes, is amended by amending subsection (a) to read as follows:

"(a) The director shall collect the following fees for the following limited liability partnership documents:

- (1) Annual report, \$25;
- (2) Statement of qualification, \$50;
- (3) Statement of foreign qualification, \$100;
- (4) Statement of correction, amendment, restatement, or amendment and restatement, \$25;
- (5) Certificate of good standing, \$5;
- (6) Articles of conversion or merger, \$100;
- (7) For any other certificate, statement, or document, \$25;
- (8) Certification of domestic or foreign partnership, \$10; and
- (9) ~~[For each agent's statement of change of registered office, \$10 for each affected domestic or foreign limited liability partnership; provided that if an agent files more than two hundred statements of change of registered office at the same time, the fee shall be reduced to \$1 for each affected domestic or foreign limited liability partnership.] For filings relating to registered agents, the fees established by section -2."~~

SECTION 40. Section 425E-114, Hawaii Revised Statutes, is amended to read as follows:

~~"[~~§425E-114~~] Registered [~~office and registered~~] agent. Each domestic limited partnership or foreign limited partnership shall continuously maintain in this [~~State~~:~~

- (1) ~~A registered office that may be the same as any of its places of business; and~~
- (2) ~~A] state a registered agent, who shall have a business address in this state and may be:~~
 - ~~[(A)] (1) An individual who resides in this [~~State and whose business office is identical with the registered office~~] state;~~
 - ~~[(B)] (2) A domestic entity authorized to transact business in this [~~State whose business office is identical with the registered office~~] state; or~~
 - ~~[(C)] (3) A foreign entity authorized to transact business in this [~~State whose business office is identical with the registered office~~] state."~~

SECTION 41. Section 425E-115, Hawaii Revised Statutes, is amended to read as follows:

“~~[[~~§425E-115~~]]~~ Designation or change of ~~[registered office or]~~ registered agent. (a) A domestic limited partnership or foreign limited partnership that does not already have a ~~[registered office and]~~ registered agent shall designate its ~~[registered office and]~~ registered agent by ~~[delivering to the director for filing, a statement of designation that sets forth:~~

- ~~(1) The name of the limited partnership;~~
- ~~(2) The street address of its initial registered office in this State and the name of its initial registered agent at its initial registered office; and~~
- ~~(3) That the street addresses of its initial registered office and agent shall be identical.]~~ complying with the requirements of section -4.

(b) A domestic or foreign limited partnership may change ~~[its registered office or]~~ its registered agent by ~~[delivering to the director for filing, a statement of change that sets forth:~~

- ~~(1) The name of the limited partnership;~~
- ~~(2) The street address of its current registered office, the name of its current registered agent at its registered office, and any changes required to keep the information current; and~~
- ~~(3) That after the change or changes are made, the street addresses of its registered office and agent shall be identical.]~~ complying with the requirements of section -7.

(c) ~~If the registered [agent's street address changes, the registered agent may change the street address of the limited partnership's registered office by notifying the limited partnership in writing of the change and signing (either manually or in facsimile) and delivering to the director for filing, a statement that complies with the requirements of subsection (a) and recites that the limited partnership has been notified of the change.]~~ agent changes its name, its address, or its type or jurisdiction of organization, the agent shall comply with the requirements of section -8 or -9, whichever is applicable.”

SECTION 42. Section 425E-116, Hawaii Revised Statutes, is amended to read as follows:

“~~[[~~§425E-116~~]]~~ Resignation of registered agent. ~~[(a)]~~ A registered agent may resign from the registered agent's appointment by ~~[signing and delivering to the director for filing, a signed statement of resignation. The statement may include a statement that the registered office shall also be discontinued.~~

~~(b) The registered agent shall mail one copy to the registered office (if not discontinued) and the other copy to the limited partnership at its principal office.~~

~~(c) The appointment of the agent shall be terminated, and the registered office discontinued if so provided, on the thirty first day after the date on which the statement was filed.]~~ complying with the requirements of section -10.”

SECTION 43. Section 425E-201, Hawaii Revised Statutes, is amended by amending subsection (a) to read as follows:

“(a) To form a limited partnership, a certificate of limited partnership shall be executed and delivered to the office of the director for filing. The certificate shall set forth:

- (1) The name of the limited partnership;

- (2) The mailing address of the limited partnership's initial principal office~~], the street address of the limited partnership's initial registered office in this State, and the name of its initial registered agent at its initial registered office;~~ and the information required by section -4(a);
- (3) The name and the address of each general partner;
- (4) Whether the limited partnership is a limited liability limited partnership;
- (5) Any additional information required by article 11; and
- (6) Any other matter the general partners determine to include therein."

SECTION 44. Section 425E-208, Hawaii Revised Statutes, is amended by amending subsection (a) to read as follows:

"(a) If a record delivered to the director for filing under this chapter contains false information, any person that suffers loss by reliance on the false information may recover damages for the loss from:

- (1) Any person who executes the record, or causes another to execute it on the person's behalf, and knew the information to be false or should have known the information was false at the time the record was executed; and
- (2) Any general partner who has notice that the information was false when the record was filed or has become false because of changed circumstances, if the general partner has notice for a reasonably sufficient time before the information is relied upon to enable the general partner to effect an amendment under section 425E-202, file a petition pursuant to section 425E-205, or deliver to the director for filing a statement of change pursuant to section ~~[425E-115]~~ -7, or a certificate of correction pursuant to section 425E-207."

SECTION 45. Section 425E-210, Hawaii Revised Statutes, is amended by amending subsection (a) to read as follows:

"(a) Each limited partnership and each foreign limited partnership authorized to transact business in this ~~[State]~~ state shall deliver to the director for filing an annual statement that sets forth:

- (1) The name of the limited partnership and the state or country under whose law it is formed;
- (2) The mailing address of the limited partnership's principal office~~]; the street address of the limited partnership's registered office in this State, and the name of its registered agent at its registered office in this State;~~ and the information required by section -4(a); and
- (3) The name and address of each general partner."

SECTION 46. Section 425E-304, Hawaii Revised Statutes, is amended as follows:

1. By amending subsection (a) to read:

"(a) Within ten days of a demand, made in a record received by the limited partnership, a limited partner may inspect and copy required information during regular business hours in the limited partnership's ~~[designated]~~ principal office. The limited partner need not have any particular purpose for seeking the information."

2. By amending subsection (d) to read:

“(d) Subject to subsection (f), a person dissociated as a limited partner may inspect and copy required information during regular business hours in the limited partnership’s [designated] principal office if:

- (1) The information pertains to the period during which the person was a limited partner;
- (2) The person seeks the information in good faith; and
- (3) The person meets the requirements of subsection (b).”

SECTION 47. Section 425E-407, Hawaii Revised Statutes, is amended by amending subsection (a) to read as follows:

“(a) A general partner, without having any particular purpose for seeking the information, may inspect and copy during regular business hours:

- (1) In the limited partnership’s [designated] principal office, required information; and
- (2) At a reasonable location specified by the limited partnership, any other records maintained by the limited partnership regarding the limited partnership’s activities and financial condition.”

SECTION 48. Section 425E-807, Hawaii Revised Statutes, is amended by amending subsection (b) to read as follows:

“(b) The notice shall:

- (1) Be published at least once in a newspaper of general circulation in the county in which the dissolved limited partnership’s principal office is located or, if it has none in this [State;] state, in the [county in which the limited partnership’s designated office is or was last located;] city and county of Honolulu;
- (2) Describe the information required to be contained in a claim and provide a mailing address to which the claim is to be sent;
- (3) State that a claim against the limited partnership shall be barred unless an action to enforce the claim is commenced within five years after publication of the notice; and
- (4) Unless the limited partnership has been throughout its existence a limited liability limited partnership, state that the barring of a claim against the limited partnership shall also bar any corresponding claim against any general partner or person dissociated as a general partner that is based on section 425E-404.”

SECTION 49. Section 425E-902, Hawaii Revised Statutes, is amended by amending subsection (a) to read as follows:

“(a) A foreign limited partnership may apply for a certificate of authority to transact business in this [State] state by delivering an application to the director for filing. The application shall state:

- (1) The name of the foreign limited partnership and, if the name does not comply with [sections] section 425E-108(d) and (e), an alternate name adopted pursuant to section 425E-905(a);
- (2) The name of the state or other jurisdiction under whose law the foreign limited partnership is organized;
- (3) The mailing address of the foreign limited partnership’s principal office[, the street address of its registered office in this State, and the name of its registered agent at its registered office in this State;] and the information required by section -4(a);
- (4) The name and address of each general partner;
- (5) Whether the foreign limited partnership is a foreign limited liability limited partnership; and

- (6) The address of the office at which is kept a list of the names and addresses of the limited partners and their capital contributions, together with a written commitment on the part of the foreign limited partnership that it will keep those records until the registration of the foreign limited partnership in this [State] state is canceled or withdrawn.”

SECTION 50. Section 425E-906, Hawaii Revised Statutes, is amended by amending subsection (a) to read as follows:

“(a) The director may cancel the certificate of authority of a limited partnership administratively if:

- (1) The partnership fails to:
 - (A) Pay any fees prescribed by law;
 - (B) File its annual statement for a period of two years;
 - (C) Appoint and maintain an agent for service of process as required[~~]~~ by chapter ; or
 - (D) File a statement of a change in the name or business address of the agent as required[~~]~~ by section -7; or
- (2) A misrepresentation has been made of any material matter in any application, report, affidavit, or other record or document submitted by the partnership.”

SECTION 51. Section 425E-1109, Hawaii Revised Statutes, is amended by amending subsection (b) to read as follows:

“(b) If a surviving entity fails to appoint or maintain an agent designated for service of process in this [State] state or the agent for service of process cannot with reasonable diligence be [~~found at the designated office,~~] served, service of process may be made upon the surviving entity by sending a copy of the process by registered or certified mail, return receipt requested, to the surviving entity at the address set forth in the articles of merger. Service is effected under this subsection at the earliest of:

- (1) The date the surviving entity receives the process, notice, or demand;
- (2) The date shown on the return receipt, if signed on behalf of the surviving entity; or
- (3) Five days after its deposit in the mail, if mailed postpaid and correctly addressed.”

SECTION 52. Section 428-107, Hawaii Revised Statutes, is amended to read as follows:

“~~§428-107 Registered [office and] agent.~~ A limited liability company and a foreign limited liability company authorized to transact business in this [State] state shall continuously maintain in this [State]:

- (1) ~~A registered office that may be the same as any of its places of business; and~~
- (2) ~~A] state~~ a registered agent, who shall have a business address in this state and may be:
 - (A) ~~(1) An individual who resides in this [State and whose business office is identical with the registered office] state;~~
 - (B) ~~(2) A domestic entity authorized to transact business in this [State whose business office is identical with the registered office] state; or~~

- ~~[(C)]~~ (3) A foreign entity authorized to transact business in this ~~[State whose business office is identical with the registered office]~~ state.”

SECTION 53. Section 428-108, Hawaii Revised Statutes, is amended to read as follows:

“~~§428-108 Change of [registered office or] registered agent.~~ (a) A limited liability company or a foreign limited liability company may change its ~~[registered office or its] registered agent by [delivering to the director for filing a statement of change which sets forth:~~

- ~~(1) The name of the company;~~
- ~~(2) The street address of its current registered office in this State, the name of its current registered agent at its registered office in this State, and any changes required to keep the information current; and~~
- ~~(3) That after the change or changes are made, the street addresses of its registered office and registered agent shall be identical.]~~ complying with the requirements of section -7.

(b) If a registered agent changes its name, its address or its type or jurisdiction of organization, the agent shall comply with the requirements of section -8 or -9, whichever is applicable.”

SECTION 54. Section 428-109, Hawaii Revised Statutes, is amended to read as follows:

“~~§428-109 Resignation of registered agent.~~ [(a)] A registered agent of a domestic or foreign limited liability company may resign from the registered agent’s appointment by ~~[signing and delivering to the director for filing the signed statement of resignation. The statement may include a statement that the registered office is also discontinued.~~

~~(b) The registered agent shall mail one copy to the registered office (if not discontinued) and the other copy to the company at its principal office.~~

~~(c) The appointment of the agent is terminated, and the registered office discontinued if so provided, on the thirty first day after the date on which the statement was filed.]~~ complying with the requirements of section -10.”

SECTION 55. Section 428-203, Hawaii Revised Statutes, is amended by amending subsection (a) to read as follows:

“(a) Articles of organization of a limited liability company shall set forth:

- (1) The name of the company;
- (2) The mailing address of the company’s initial principal office~~], the street address of its initial registered office in this State, and the name of its initial registered agent at its registered office in this State;]~~ and the information required by section -4(a);
- (3) The name and address of each organizer;
- (4) Whether the duration of the company is for a specified term and, if so, the period specified;
- (5) Whether the company is to be manager-managed, and:
 - (A) If so, the name and address of each initial manager, and the number of initial members; or
 - (B) If not, the name and address of each initial member; and

- (6) Whether the members of the company are to be liable for its debts and obligations under section 428-303(c).”

SECTION 56. Section 428-210, Hawaii Revised Statutes, is amended by amending subsection (a) to read as follows:

“(a) Each limited liability company and each foreign limited liability company authorized to transact business in this [State] state shall deliver to the director for filing an annual report that sets forth:

- (1) The name of the company and the ~~[state or country]~~ jurisdiction under whose law it is organized;
- (2) The mailing address of the company’s principal office~~[- the street address of its registered office in this State, and the name of its registered agent at its registered office in the State;]~~ and the information required by section -4(a); and
- (3) Whether the company is manager-managed, and:
 - (A) If so, the name and address of each manager, and the number of members; or
 - (B) If not, the name and address of each member.”

SECTION 57. Section 428-906, Hawaii Revised Statutes, is amended by amending subsection (b) to read as follows:

“(b) If a surviving entity fails to appoint or maintain an agent designated for service of process in this [State] state or the agent for service of process cannot with reasonable diligence be ~~[found at the designated office;]~~ served, service of process may be made upon the surviving entity by sending a copy of the process by registered or certified mail, return receipt requested, to the surviving entity at the address set forth in the articles of merger. Service is effected under this subsection at the earliest of:

- (1) The date the surviving entity receives the process, notice, or demand;
- (2) The date shown on the return receipt, if signed on behalf of the surviving entity; or
- (3) Five days after its deposit in the mail, if mailed postpaid and correctly addressed.”

SECTION 58. Section 428-1002, Hawaii Revised Statutes, is amended by amending subsection (a) to read as follows:

“(a) A foreign limited liability company may apply for a certificate of authority to transact business in this [State] state by delivering an application to the director for filing. The application shall set forth:

- (1) The name of the foreign limited liability company or, if its name is unavailable for use in this [State;] state, a name that satisfies the requirements of section 428-1005;
- (2) The name of the state or country under whose law it is organized;
- (3) A representation and warranty that a list of the names of and addresses of all members and their respective capital contributions are kept and will be kept at its principal office until cancellation, in accordance with section 428-1007, of the foreign limited liability company’s authority to transact business in this [State;] state;
- (4) The mailing address of its principal office~~[- the street address of its registered office in this State, and the name of its registered agent at its registered office in this State;]~~ and the information required by section -4(a);

- (5) Whether the duration of the company is for a specified term and, if so, the period specified;
- (6) Whether the company is manager-managed, and:
 - (A) If so, the name and address of each manager; or
 - (B) If not, the name and address of each member;
- (7) Whether the members of the company are to be liable for its debts and obligations under a provision similar to section 428-303(c); and
- (8) Any additional information as may be necessary or appropriate to enable the director to determine whether the foreign limited liability company is entitled to obtain authority to transact business in this [State.] state."

SECTION 59. Section 428-1301, Hawaii Revised Statutes, is amended by amending subsection (a) to read as follows:

"(a) The following fees shall be paid to the director upon the filing and issuance of records under this chapter:

- (1) Articles of organization, \$100;
- (2) Articles of amendment, \$25;
- (3) Restated articles of organization, \$25;
- (4) Articles of merger or conversion, \$100;
- (5) Statement of dissociation, \$25;
- (6) Articles of termination, \$25;
- (7) Application for reinstatement for administratively terminated limited liability company, \$25;
- (8) Annual report, \$25;
- ~~[(9) Statement of change of designated office or agent for service of process, or both, for limited liability company or foreign limited liability company, \$25;~~
- ~~(10) Agent's statement of change of address, \$25 for each affected domestic limited liability company or foreign limited liability company; provided that if more than two hundred simultaneous filings are made, the fee shall be reduced to \$1 for each affected domestic limited liability company or foreign limited liability company;~~
- ~~[(11) (9) Any other statement or document of a domestic or foreign limited liability company, \$25;~~
- ~~[(12) (10) Application for certificate of authority for foreign limited liability company, \$100;~~
- ~~[(13) (11) Application for cancellation of authority of foreign limited liability company, \$25;~~
- ~~[(14) (12) Reservation of name, \$10;~~
- ~~[(15) (13) Good standing certificate, \$5;~~
- ~~[(16) (14) Any other record not otherwise covered in this part, \$25;~~
- ~~[(17) (15) Certified copy of any record relating to a limited liability company or foreign limited liability company, \$10 for the certificate and affixing the seal thereto;~~
- ~~[(18) (16) Special handling fee for review of any record other than articles of merger or conversion, \$25;~~
- ~~[(19) (17) Special handling fee for review of articles of merger or conversion, \$75;~~
- ~~[(20) (18) Special handling fee for certificate issued by the director not otherwise covered by this section, \$10 per certificate;~~
- ~~[(21) (19) Special handling fee for certification of record, \$10; [and]~~

ACT 55

- [~~(22)~~] (20) Any service of notice, demand, or process upon the director as agent for service of process of a limited liability company or foreign limited liability company, \$10, which amount may be recovered as taxable costs by the party to the suit or action causing such service to be made if such party prevails in the suit or action[~~;~~]; and
- (21) For filings relating to registered agents, the fees established by section -2."

SECTION 60. This Act does not affect an action or proceeding commenced or right accrued before the effective date of this Act.

SECTION 61. Statutory material to be repealed is bracketed and stricken. New statutory material is underscored.

SECTION 62. This Act shall take effect on July 1, 2010.

(Approved May 7, 2009.)